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August 10, 2000

Taleda Stokes
Surface Transportation Board
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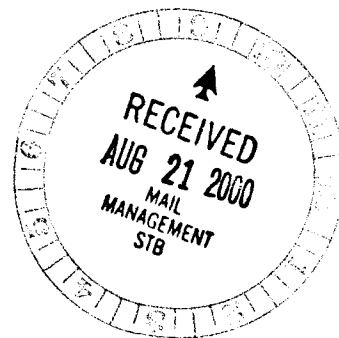
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AUG 17 '00

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SURFACE TRANSPORTATION BOARD



Dear Taleda,

A short summary of the document to appear in the index follows:
Memorandum of Railcar Lease dated as of May 25, 2000 and covers 65 4750 C.F.
COVERED HOPPER CARS WITH GRAVITY GATES AND TROUGH HATCHES
(CEFX 152032-152035, 152037, 152039, 152042-152044, 152061-152065, 152067,
152068, 152072, 152073, 152076, 152079-152081, 152083-152085, 152087, 152089,
152091, 152092, 152094-152096, 152099-152103, 152105, 152108, 152110-152115,
152118-152121, 152124-152126, 152129-152134, 152136, 152137, 152142, 152144,
152146, 152150, 152233, 152509)

Names and address of the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC

Lessee: *Chemical Lime Company of Arizona*
3700 Hulen St. Ft. Worth TX 76107

Enclosed are TWO (2) copies of the Memorandum and a check covering the filing fee of \$26.00 to file this Memorandum as a primary document and return ONE (1) stamped original to my attention (Rebecca Heisler, LEXIS Document Services, 801 Stevenson Dr., Springfield, IL 62703).

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator

AUG 17 '00

2-82 PM

MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 25th day of May, 2000, is made by The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and Chemical Lime Company of Arizona, an Arizona Corporation with an address at 3700 Hulen Street Fort Worth, TX 76107 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of May 25, 2000 covering the equipment listed on Schedule A hereto (the "Equipment")

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Joseph J. Mankowski
Name: JOSEPH L. MANKOWSKI
Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CHEMICAL LIME COMPANY OF ARIZONA

By: Mark P. Jusza
Name: Mark P. Jusza
Title: Director - Logistics

Schedule A

Quantity
65

Equipment Description
4750 c.f. covered hopper
cars with gravity gates and
trough hatches.

Reporting Marks
and Numbers
Listed below

CEFX 152032	CEFX 152100
CEFX 152033	CEFX 152102
CEFX 152034	CEFX 152103
CEFX 152035	CEFX 152105
CEFX 152037	CEFX 152108
CEFX 152039	CEFX 152110
CEFX 152042	CEFX 152111
CEFX 152043	CEFX 152112
CEFX 152044	CEFX 152113
CEFX 152061	CEFX 152114
CEFX 152062	CEFX 152115
CEFX 152063	CEFX 152118
CEFX 152064	CEFX 152119
CEFX 152065	CEFX 152120
CEFX 152067	CEFX 152121
CEFX 152068	CEFX 152124
CEFX 152072	CEFX 152125
CEFX 152073	CEFX 152126
CEFX 152076	CEFX 152129
CEFX 152079	CEFX 152130
CEFX 152080	CEFX 152131
CEFX 152081	CEFX 152132
CEFX 152083	CEFX 152133
CEFX 152084	CEFX 152134
CEFX 152085	CEFX 152136
CEFX 152087	CEFX 152137
CEFX 152089	CEFX 152142
CEFX 152091	CEFX 152144
CEFX 152092	CEFX 152146
CEFX 152094	CEFX 152150
CEFX 152095	CEFX 152233
CEFX 152096	CEFX 152509
CEFX 152099	